

**BALL JANIK LLP**

A T T O R N E Y S

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December 23, 2002

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

RECORDATION NO. 19471-M FILED

DEC 23 '02

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Dear Secretary Williams:

**SURFACE TRANSPORTATION BOARD**

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Instrument of Satisfaction and Release, a secondary document, dated as of December 23, 2002. The primary document to which this is connected is recorded under Recordation No. 19471. We request that this document be recorded under Recordation No. 19471-M.

The name and address of the party to the Instrument of Satisfaction and Release is:

Secured Party:

BTM Capital Corporation, formerly BOT Financial Corporation  
111 Huntington Avenue, Suite 400  
Boston, MA 02199-8001

A description of the equipment covered by the Instrument of Satisfaction and Release consists of 2,289 aluminum-sided rotary dump gondola railcars numbered ETRX 750001-751440, inclusive, and 850001-850849, inclusive.

A fee of \$ 30.00 is enclosed. Please return one original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

PORTLAND, OREGON

WASHINGTON, D.C.

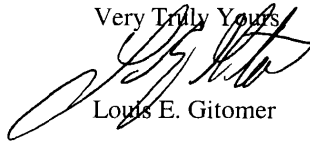
BEND, OREGON

BALL JANIK LLP

Honorable Vernon A. Williams  
December 23, 2002  
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A short summary of the document to appear in the index follows: an Instrument of Satisfaction and Release by BTM Capital Corporation, formerly BOT Financial Corporation, 111 Huntington Avenue, Suite 400, Boston, MA 02199-8001, covering 2,289 aluminum-sided rotary dump gondola railcars numbered ETRX 750001-751440, inclusive, and 850001-850849, inclusive.

Very Truly Yours

A handwritten signature in black ink, appearing to read "L. Gitomer", written over the typed name.

Louis E. Gitomer

Enclosures

INSTRUMENT OF SATISFACTION AND RELEASE (the "INSTRUMENT"), dated as of December 23, 2002, by BOT Financial Corporation ("BOT").

WITNESSETH

WHEREAS, by Reimbursement Security Agreement dated as of June 16, 1995 between BOT Financial Corporation, as secured party, and Fleet National Bank, successor-in-interest to Fleet National Bank of Connecticut, successor-in-interest to Shawmut Bank Connecticut, National Association, as debtor ("SBC"), SBC pledged as security to BOT all equipment identified in the Attachment (the "Equipment") leased or to be leased to Arkansas Power and Light Company ("AP&L") under the Equipment Lease Agreement dated as of June 16, 1995 between SBC and AP&L;

WHEREAS, the Reimbursement Security Agreement was filed and recorded at the Interstate Commerce Commission on June 16, 1995 under Recordation No. 19471-B;

WHEREAS, BOT desires to execute this Instrument to evidence for the public record the satisfaction and release of all of its rights and obligations under the Reimbursement Security Agreement and to the Equipment.

NOW, THEREFORE, in consideration of the premises:

BOT does hereby acknowledge and confirm for the public record the satisfaction and release of all of its rights and obligations arising under the Reimbursement Security Agreement. BOT does hereby acknowledge and agree that all of the monetary obligations of SBC under the Reimbursement Security Agreement have been fully discharged and satisfied and BOT does hereby release its security interest in all of the Equipment and the Reimbursement Security Agreement with regard to the Equipment.

IN WITNESS WHEREOF, the BOT has executed or caused this Instrument to be executed as of the date first above written.

BTM CAPITAL CORPORATION (formerly  
BOT Financial Corporation)

By: *James F. McCarthy*  
Its: Vice President

RECORDATION NO. 19471-M FILED

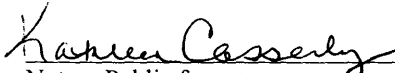
DEC 23 '02

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SURETY TRANSPORTATION BOARD

STATE OF Massachusetts )  
 ) ss.  
County of Suffolk )

On this 19 day of December, 2002, before me, Kathleen Casserly, the undersigned Notary Public, personally appeared John F. McCarthy personally known to me to be the person who executed the within instrument as Vice President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

  
Notary Public for the Commonwealth of Massachusetts  
My Commission expires August 21, 2009

# **ATTACHMENT**

2,289 aluminum-sided rotary dump gondola railcars numbered ETRX 750001-751440, inclusive, and 850001-850849, inclusive.